

J. Thomas Beckett, Utah Bar 5587
Admitted Pro Hac Vice, Docket No. 224
 David P. Billings, Utah Bar #11510
Admitted Pro Hac Vice, Docket Nos. 225
 PARSONS BEHLE & LATIMER
 One Utah Center
 201 South Main Street, Suite 1800
 Salt Lake City, UT 84111
 (801) 536-6700
tbeckett@parsonsbehle.com;
dbillings@parsonsbehle.com

Rew R. Goodenow, Bar 3722
 PARSONS BEHLE & LATIMER
 50 West Liberty Street, Suite 750
 Reno NV 89501
 (775) 323-1601
rgoodenow@parsonsbehle.com

Proposed Counsel to the Official Committee

**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE DISTRICT OF NEVADA**

In re:

THE RHODES COMPANIES,
 aka "Rhodes Homes, *et al.*,"

Debtors.

Case No. BK-S-09-14814-LBR
 (Jointly Administered)

Chapter 11

Honorable Linda B. Riegler

**DECLARATION OF J. THOMAS BECKETT
 IN SUPPORT OF COMMITTEE'S APPLICATION
 FOR AUTHORIZATION TO ENGAGE
PARSONS BEHLE & LATIMER AS ITS COUNSEL**

1. I am an attorney at law licensed in good standing in the States of Utah and New York, and I am a shareholder of the law firm of Parsons Behle & Latimer ("Parsons Behle" or the "Firm").

2. I am over the age of 18 and competent to testify as to the matters set forth herein. The facts set forth herein are based either upon my personal knowledge or upon client/matter records of Parsons Behle reviewed by me or by an employee of Parsons Behle acting under my supervision and direction.

3. I submit this Declaration in support of the Application of the Official Committee of Unsecured Creditors (the "Committee") of the Rhodes Companies, LLC *et. al* (the "Debtors")

1 for Authorization to Engage Parsons Behle as Counsel to the Committee, filed concurrently
2 herewith, and to make certain disclosures required under Rule 2014 of the Federal Rules of
3 Bankruptcy Procedure.

4 4. Parsons Behle maintains its principal offices at 201 South Main Street, Suite 1800,
5 Salt Lake City, Utah. Its Nevada office is at 50 West Liberty Street, Suite 750, Reno Nevada.
6 The Firm currently employs approximately 100 lawyers.

7 5. I am a graduate of Brown University in Providence, Rhode Island. I earned both
8 JD and MBA degrees in 1986 from New York University in New York, New York. Prior to
9 joining Parsons Behle in 1989, I was associated with the bankruptcy department of the New York
10 City law firm of Milbank, Tweed, Hadley & McCloy. Most of my practice at Parsons Behle has
11 been related to bankruptcies and financial workouts. I have previously represented numerous
12 creditors committees in bankruptcies in Utah and elsewhere.

13 6. Neither Parsons Behle nor I (i) have any connection with the Debtors, their credi-
14 tors, any other party in interest, their respective attorneys and accountants, the United States
15 Trustee, or any person employed in the office of the United States Trustee, (ii) hold or represent
16 any interest adverse to the Debtors, their estates, or the Committee, and (iii) and are "disinterested
17 persons," as defined in 11 U.S.C. 101(14), except:

- 18 a. Since April, 2008, I have been the lead Parsons Behle lawyer representing
19 the Official Committee of Unsecured Creditors in the Utah 7000
20 (Promontory Development) bankruptcy cases currently pending in Utah.
- 21 b. Credit Suisse, Cayman Islands Branch, is the Agent for the First Lien
22 Lenders in the Utah 7000 cases, and it is also the Agent for the First Lien
23 Lenders in the above-captioned cases.
- 24 c. In addition, Wells Fargo Bank, N.A., is the Agent for the Second Lien
25 Lenders in the Utah 7000 cases, and it is also the Agent for the Second
26 Lien Lenders in the above-captioned cases.
- 27
- 28

- 1 d. The unsecured creditors in the Utah 7000 cases will be paid in full by the
2 borrower of Credit Suisse's loans; the interests of Credit Suisse and its
3 participating lenders have been extinguished in those cases.
- 4 e. Since December, 2008, I have been the lead Parsons Behle lawyer
5 representing the Official Committee of Unsecured Creditors in the
6 Yellowstone Mountain Club bankruptcy cases currently pending in
7 Montana.
- 8 f. Credit Suisse, Cayman Islands Branch, is the Agent for the First Lien
9 Lenders in the Yellowstone cases, and Credit Suisse is the Agent for the
10 First Lien Lenders in the above-captioned cases.
- 11 g. The unsecured creditors in the Yellowstone cases will be paid in full as a
12 consequence of litigation – brought by the committee I represent in the
13 Yellowstone cases – wherein the First Lien Lenders' interests were
14 equitably subordinated.

15 7. I will continue to monitor the Firm's and my own connections with parties in inter-
16 est and our disinterestedness. If and when any other connections or issues pertaining to dis-
17 interestedness come to my attention, I will promptly supplement this declaration.

18 8. The Firm and I represent no interest adverse to the Debtors, their estates or the
19 Committee in the matters upon which the Firm is to be engaged.

20 9. Parsons Behle hereafter intends to apply to the Court for allowances of compensa-
21 tion and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy
22 Code, the Bankruptcy Rules, and the local rules and orders of this Court (the "Local Rules") for
23 all services performed and expenses incurred on behalf of the Committee.

24 10. No promises have been solicited or received by Parsons Behle or any of its
25 employees as to any payment or compensation in connection with these cases other than in ac-
26 cordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules. Parsons Behle
27 has no agreement with any other entity to share with such entity any compensation received by
28 Parsons Behle. Parsons Behle has not received any retainer from any source for this engagement.

1 *I, J. Thomas Beckett, hereby declare, under penalty of perjury, pursuant to 28 U.S.C.*
2 *§ 1746, that the foregoing is true and correct.*

3 Dated: June 12, 2009

By: 

J. Thomas Beckett